

UNITED STATES DISTRICT COURT

MIDDLE DISTRICT OF TENNESSEE

NIKKI BOLLINGER GRAE, Individually)
and on Behalf of All Others Similarly)
Situating,)

Plaintiff,)

v.)

CORRECTIONS CORPORATION OF)
AMERICA, DAMON T. HININGER,)
DAVID M. GARFINKLE, TODD J.)
MULLENGER, and HARLEY G. LAPPIN)

Defendants.)

Case No. 3:16-cv-02267

Judge Aleta A. Trauger

**DECLARATION OF MILTON S. MCGEE, III IN SUPPORT OF DEFENDANTS' SUR-
REPLY IN OPPOSITION TO PLAINTIFF'S MOTION FOR CLASS CERTIFICATION,
APPOINTMENT OF CLASS REPRESENTATIVE, AND APPOINTMENT OF CLASS
COUNSEL**

I, Milton S. McGee, III, declare as follows:

1. I am over 18 years of age and am competent to testify as to the matters stated in this Declaration. I am a member of good standing of the Tennessee bar and am admitted to practice in this Court. I am a partner at the law firm of Riley, Warnock & Jacobson PLC and counsel for Defendants CoreCivic (“CC” or the “Company”), Damon T. Hininger, David M. Garfinkle, Todd J. Mullenger, and Harley G. Lappin (collectively, “Defendants”). I hereby submit this Declaration in support of Defendants’ Sur-Reply in Opposition to Plaintiff’s Motion for Class Certification. I have personal knowledge of the facts set forth within.

2. Attached as Exhibits 1 through 5 to this Declaration are true and correct copies of the following documents.

- **Exhibit 1:** November 21, 2018, Expert Rebuttal Report of Lucy P. Allen.
- **Exhibit 2:** Excerpts from the Company’s February 23, 2017, Form 10-K for the fiscal year ended December 31, 2016 (for the Court’s convenience Defendants have highlighted passages relevant to the pending Motion).¹
- **Exhibit 3:** Excerpts from the Company’s February 27, 2014, Form 10-K for the fiscal year ended December 31, 2013 (for the Court’s convenience Defendants have highlighted passages relevant to the pending Motion).
- **Exhibit 4:** Excerpts from the Company’s February 25, 2015, Form 10-K for the fiscal year ended December 31, 2014 (for the Court’s convenience Defendants have highlighted passages relevant to the pending Motion).
- **Exhibit 5:** Excerpts from the Company’s February 25, 2016, Form 10-K for the fiscal year ended December 31, 2015 (for the Court’s convenience Defendants have highlighted passages relevant to the pending Motion).

3. Pursuant to 26 U.S.C. §1746, I declare, under penalty of perjury, that the foregoing is true and correct to the best of my knowledge.

¹ Full versions of Exhibits 2-5 are available upon request and accessible online at <https://www.sec.gov/cgi-bin/browse-edgar?company=corecivic&owner=exclude&action=getcompany>.

Executed on November 21, 2018 in Nashville, Tennessee.

Respectfully submitted:

/s/ Milton S. McGee III

Milton S. McGee, III (TN #024150)

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CERTIFICATE OF SERVICE

I hereby certify that service of the foregoing document was made upon the following Filing Users through the Electronic Filing System:

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this 21st day of November, 2018.

/s/ Steven A. Riley
Steven A. Riley